

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

*Furnish this exhibit for EACH foreign principal listed in an initial statement  
and for EACH additional foreign principal acquired subsequently.*

1. Name and address of registrant Akin Gump Strauss Hauer & Feld LLP 1333 New Hampshire Avenue, NW Washington, DC 20036		2. Registration No.  3492
3. Name of foreign principal CNOOC, Limited	4. Principal address of foreign principal Offshore Petroleum Plaza, NO.6, Dongzhimenwai Xiaojie, DongCheng District, Beijing P.R. China 100027	
5. Indicate whether your foreign principal is one of the following:		
<input type="checkbox"/> Foreign government		
<input type="checkbox"/> Foreign political party		
<input checked="" type="checkbox"/> Foreign or domestic organization: If either, check one of the following:		
<input type="checkbox"/> Partnership <input type="checkbox"/> Committee		
<input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Voluntary group		
<input type="checkbox"/> Association <input type="checkbox"/> Other (specify): _____		
<input type="checkbox"/> Individual-State nationality _____		

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2005 JUN 23 AM 9:45

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant.

N/A

b) Name and title of official with whom registrant deals.

7. If the foreign principal is a foreign political party, state:

a) Principal address.

N/A

b) Name and title of official with whom registrant deals.

c) Principal aim.

**8. If the foreign principal is not a foreign government or a foreign political party,**

**a) State the nature of the business or activity of this foreign principal**

CNOOC is an oil and gas company engaged in the exploration, development, production and sale of crude oil and natural gas primarily offshore China.

**b) Is this foreign principal See Question #9 for a detailed response to these questions.**

Supervised by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Owned by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Directed by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Controlled by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Financed by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Subsidized in part by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>

**9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page must be used.)**

As stated in CNOOC's most recent filing with the U.S. Securities and Exchange Commission (Form 20-F, June 14, 2004), China National Offshore Oil Corporation, a PRC stated-owned enterprise, indirectly owns or controls and aggregate of approximately 70.625% of the shares of CNOOC, with the remaining 29.375% of the shares of CNOOC owned by public shareholders and corporate investors, with such shares being traded on the New York and Hong Kong Stock Exchange. CNOOC is managed on a day-to-day basis by senior executives who are private citizens, and it is controlled by a Board of Directors (that includes four independent executive directors **out of a total of eight directors**) **who owe their fiduciary duties to all of CNOOC's shareholders.**

**10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.**

N/A

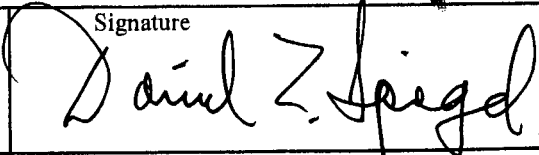
Date of Exhibit A June 22, 2005	Name and Title Daniel L. Spiegel Partner	Signature 
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Exhibit B  
To Registration Statement  
Pursuant to the Foreign Agents Registration Act of 1938, as amended

**INSTRUCTIONS:** A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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**Public Reporting Burden.** Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant  Akin Gump Strauss Hauer & Feld LLP 1333 New Hampshire Avenue, NW Washington, DC 20036	2. Registration No.  3492
3. Name of Foreign Principal  CNOOC, Limited	

Check Appropriate Boxes:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

We will communicate with U.S. Government officials concerning issues relating to the bid offer to merge with Unocal Corporation. In addition, we will advise the client on issues that may arise in connection with U.S. Government consideration of the bid.

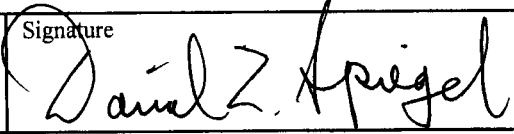
8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

We will communicate with U.S. Government officials concerning issues relating to the bid offer to merge with Unocal Corporation. In addition, we will advise the client on issues that may arise in connection with U.S. Government consideration of the bid.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

We will communicate with U.S. Government officials and provide them with appropriate information concerning the proposed bid.

Date of Exhibit B	Name and Title	Signature
June 22, 2005	Daniel L. Spiegel Partner	

Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

Rick L. Burdick  
202.887.4110/fax; 202.855.7778

**CONFIDENTIAL**

June 22, 2005

Mr. Chengyu Fu  
CEO and Chairman, Executive Director  
CNOOC Limited  
Offshore Petroleum Plaza  
NO.6, Dongzhimenwai Xiaojie, Dong Cheng District,  
Beijing  
P.R. China 100027

2005 JUN 23 AM 9:45  
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Dear Mr. Fu:

We want to take this opportunity to communicate with you and your colleagues at CNOOC Limited ("CNOOC") concerning the terms of engagement between Akin Gump Strauss Hauer & Feld (the Firm) and your company related to legal services we would provide in the context of the planned acquisition in the United States. Under the rules of the D.C. Bar, we are required to explain to clients our fee structure and the scope of our engagement.

We are being retained by CNOOC to assist the company in six principal areas:

First, to prepare a notice to the inter-agency Committee on Foreign Investment in the United States ("CFIUS") on behalf of CNOOC and to be available to the officials of the agencies of the U.S. Government participating in the CFIUS process to answer any questions and assist the company supply any and all information and the documents required by the Department of the Treasury, the chair of CFIUS.

Second, to explain the transaction to Members of the House and Senate and their staffs, to develop a strategy to deal with possible opposition to the transaction in the Congress and to assist the company prepare for any hearings related to the transaction as well as to respond to requests from various committees for information.

Third, to work with CNOOC concerning the needs of various state governments and legislatures for information concerning the transaction or to obtain regulatory approvals that may be required in a particular state. Our role in this regard would be to assist the company identify and retain local counsel in a particular state and coordinate all activities of a policy and regulatory nature at the state level with the company's transactional counsel.

Mr. Fu  
March 16, 2005  
Page 2

Fourth, review any contracts that the target company may have with the U.S. Government or leases on Federal property or offshore leases to assess their impact on CFIUS and other policy issues.

Fifth, to retain a media relations firm on your behalf and to work closely with that firm in developing a roll out scenario and a general media plan. As you know, we have retained Public Strategies, Inc. for this purpose.

Sixth, to coordinate all policy and regulatory issues in the United States with CNOOC executives, with your financial advisors at Goldman Sachs and J.P. Morgan, with your corporate lawyers at Davis Polk and with designated public relations firms. In our view, this coordination function is extremely important to obtain a positive outcome for CNOOC.

This engagement will commence as of June 22, 2005 and continue through the closing or termination of the transaction. The firm will comply with all applicable laws at the Federal and state level including those that require disclosure of our representation and certain advocacy activities.

The Firm is required to preserve the confidences of CNOOC, in accordance with the rules of the D.C. Bar, other than the limited disclosures described above. This professional obligation and the legal privilege for attorney-client communications exist to encourage complete communication between the Firm and the representatives of CNOOC.

The Firm will not enter into, or engage in, representations that would create a conflict of interest, as defined by the D.C. Bar's Rules of Professional Conduct, with the interests of the CNOOC, unless CNOOC consents.

The Firm will assemble a team of highly qualified lawyers all of whom have had extensive experience in the fields of energy policy and who have worked extensively with the Congress, the agencies of the Executive Branch and with state governments. The senior members of our team that are responsible for coordinating our efforts are Daniel Speigel (Policy), Rick Burdick (Energy), and Edward Rubinoff (CFIUS).

In matters such as the one for which CNOOC is retaining the Firm, our fees are structured on a fixed fee and monthly retainer basis. The fees which will be set for the transaction will cover services rendered by our firm and Public Strategies, Inc. With respect to our retainer, CNOOC will have the right to terminate our services with respect thereto at any time. In such case, the applicable retainer amount payable shall be prorated through the date of termination. In the event a monthly retainer amount becomes inappropriate in comparison to the level of effort


Mr. Fu  
March 16, 2005  
Page 3

required on our part, we will so advise you and mutually agree on an appropriate amount to apply prospectively. Payment for disbursements related to travel, lodging, telecommunications and other costs are charged in addition to the monthly retainer level. Disbursements are charged to you at our cost. Other costs are charged at rates that are intended to estimate our costs. We require that payment of statements be made within 20 days of receipt of invoice by you, and we may suspend or terminate any work in progress if timely payment is not made. We may also withdraw from the representation in a manner consistent with applicable ethical standards.

We look forward to working with CNOOC on this important project. If the terms described above and in the attached fee structure are satisfactory to you, please indicate by signing the enclosed copy of this letter and returning the signed copy to us.

Sincerely,

Rick L. Burdick

  
for Mr. Fu Chengyu

Accepted

Date

2005 JUN 23 AM 9:45  
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